

92-363158

This FINANCING STATEMENT is presented for filing pursuant to the California Uniform Commercial Code.

1. DEBTOR (LAST NAME FIRST—IF AN INDIVIDUAL) McDonnell Douglas Corporation		1A. SOCIAL SECURITY OR FEDERAL TAX NO.	
1B. MAILING ADDRESS P. O. Box 516		1C. CITY, STATE St. Louis, Missouri	1D. ZIP CODE 63166
2. ADDITIONAL DEBTOR (IF ANY) (LAST NAME FIRST—IF AN INDIVIDUAL)		2A. SOCIAL SECURITY OR FEDERAL TAX NO.	
2B. MAILING ADDRESS		2C. CITY, STATE	2D. ZIP CODE
3. DEBTOR'S TRADE NAMES OR STYLES (IF ANY)		3A. FEDERAL TAX NUMBER	
4. SECURED PARTY NAME The CIT Group/Equipment Financing, Inc. MAILING ADDRESS 270 Park Avenue CITY New York STATE New York ZIP CODE 10017		4A. SOCIAL SECURITY NO., FEDERAL TAX NO. OF BANK TRUST AND S.A. NO.	
5. ASSIGNEE OF SECURED PARTY (IF ANY) NAME MAILING ADDRESS CITY STATE ZIP CODE		5A. SOCIAL SECURITY NO., FEDERAL TAX NO. OF BANK TRUST AND S.A. NO.	

6. This FINANCING STATEMENT covers the following types or items of property (include description of real property on which located and owner of record when required by instruction 4).
THIS FINANCING IS FILED AS A FIXTURE FILING.

This financing statement covers the equipment listed in Exhibit A attached hereto, which equipment ~~includes~~ fixtures located on the real property described in Exhibit B attached hereto. The financing statement is to be filed for record in the real estate records. The name of the record owner of the real property is: McDonnell Douglas Corporation.

The address of the real property is: 4900 Conant Avenue, Long Beach, California 90808

*may or may be

7. CHECK IF APPLICABLE <input checked="" type="checkbox"/>	7A. <input type="checkbox"/> PRODUCTS OF COLLATERAL ARE ALSO COVERED	7B. DEBTOR(S) SIGNATURE NOT REQUIRED IN ACCORDANCE WITH INSTRUCTION 6(2) ITEM: <input type="checkbox"/> (1) <input type="checkbox"/> (2) <input type="checkbox"/> (3) <input type="checkbox"/> (4)
8. CHECK IF APPLICABLE <input checked="" type="checkbox"/>	<input type="checkbox"/> DEBTOR IS A "TRANSMITTING UTILITY" IN ACCORDANCE WITH UCC § 9105 (1) (H)	

9. SIGNATURE(S) OF DEBTOR(S): <i>Ronald L. O'Kelley</i> Ronald L. O'Kelley, Vice President McDonnell Douglas Corporation TYPE OR PRINT NAME(S) OF DEBTOR(S) SIGNATURE(S) OF SECURED PARTY (IES) TYPE OR PRINT NAME(S) OF SECURED PARTY(IES)		DATE: 3-3-92 C O U N T Y C L O S A N G E L E S 1 2 3 4 5 6 7 8 9	10. THIS SPACE FOR USE OF FILING OFFICER (DATE, TIME, FILE NUMBER AND FILING OFFICER) 92 363158 FEE \$20 G 6 RECORDED IN OFFICIAL RECORDS OF LOS ANGELES COUNTY, CA MAR 5 1992 AT 8 A.M. Recorder's Office
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11. Return copy to:
NAME **Geoffrey R. Kaas**
ADDRESS **VEDDER, PRICE, KAUFMAN & Kammholz**
CITY **Chicago, IL**
STATE **60601-1003**
ZIP CODE

(1) FILING OFFICER COPY

FORM UCC-1 - FILING FEE \$5.00
Approved by the Secretary of State

DEBTOR: MCDONNELL DOUGLAS CORPORATION,
a Maryland corporation

EXHIBIT A

DESCRIPTION OF PROPERTY

CAE Full Flight Simulator, Level C	Part Number 2HG8504899
CAE Flight Training Device, Level 5	Part Number 2HH2504899
CAE Flight Training Device, Level 5	Part Number 2HH3504899
CAE Flight Training Device, Level 5	Part Number 2HH4504899
MDESC VITAL VII Visual System	Part Number H03G0073-005

Spares, Tools and Test Equipment

1. Avionics - This group consists of spare parts for actual aircraft equipment used in the flight simulator and flight training devices and includes, among other items, the following:

Flight Management Computers	4 each
Flight Control Computer	4 each
Display Electronics Unit	3 each
Glareshield Control Panel	2 each
Centralized Fault Detection Interface Unit	1 each
Multifunction Control/Display Unit	4 each
Display Unit	3 each
Fuel System Control Panel	1 each
Air System Control Panel	1 each
Caution and Warning System	2 each
Control Wheel Sensor	2 each
2. CAE Proprietary - This group consists of items unique to the simulation devices manufactured by CAE.
3. Piece Parts - This group consists of assemblies and components used in the Equipment that is available on the commercial market.
4. Visual spares - This group consists of items unique to VITAL VII.

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5. Tool/Test Equipment - Hand tools and electronic test equipment necessary to perform preventative and corrective maintenance.
 6. Projector Spares - This group consists of items unique to the projection system used as part of VITAL VII.
 7. Computer Spares - This group consists of items unique to the Gould Host Computer used to control the Equipment. It includes one complete operating computer used for software modification, or as necessary, as spare parts for the simulation computer.

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EXHIBIT B

THOSE PORTIONS OF LOTS 49, 51 AND 52 OF TRACT NO. 8084, IN THE CITY OF LONG BEACH, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 171 PAGES 24 TO 30 INCLUSIVE OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY, TOGETHER WITH THOSE PORTIONS OF LAKEWOOD BOULEVARD, (FORMERLY KNOWN AS CERRITOS AVENUE 80 FEET WIDE) AS SHOWN ON SAID TRACT NO. 8084 NOW VACATED AND ABANDONED BY THE STATE OF CALIFORNIA HIGHWAY COMMISSION. A CERTIFIED COPY OF WHICH WAS RECORDED MAY 19, 1959, AS INSTRUMENT NO. 3601 OF OFFICIAL RECORDS OF SAID COUNTY, DESCRIBED AS A WHOLE AS FOLLOWS:

BEGINNING AT THE INTERSECTION OF THE WESTERLY LINE OF LAKEWOOD BOULEVARD (100 FEET WIDE) AS DESCRIBED IN THE DEED TO THE COUNTY OF LOS ANGELES RECORDED JANUARY 5, 1932, AS INSTRUMENT NO. 1150 IN BOOK 11271 PAGE 368 OF OFFICIAL RECORDS OF SAID COUNTY WITH THE NORTHERLY LINE OF SAID LOT 51; THENCE ALONG SAID LAKEWOOD BOULEVARD (100 FEET WIDE), SOUTH 0 DEGREES 06 MINUTES 03 SECONDS WEST 133.81 FEET TO A POINT IN A NON-TANGENT CURVE CONCAVE EASTERLY 2077 FEET, A TANGENT WHICH BEARS SOUTH 9 DEGREES 09 MINUTES 01 SECONDS EAST FROM SAID POINT AND SO RECITED IN SAID VACATION AND ABANDONMENT; THENCE SOUTHERLY ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 10 DEGREES 15 MINUTES 46 SECONDS AN ARC DISTANCE OF 372.03 FEET; THENCE SOUTH 25 DEGREES 16 MINUTES 10 SECONDS EAST 18.01 FEET TO THE NORTHWESTERLY TERMINUS OF THAT CERTAIN COURSE IN THE WESTERLY BOUNDARY OF THE LAND DESCRIBED IN THE DEED TO THE STATE OF CALIFORNIA RECORDED NOVEMBER 2, 1959, AS INSTRUMENT NO. 3959, IN BOOK D-652 PAGE 15 OF OFFICIAL RECORDS OF SAID COUNTY AS RECITED AS HAVING A BEARING AND LENGTH OF "SOUTH 25 DEGREES 16 MINUTES 02 SECONDS EAST 106.64 FEET"; THENCE SOUTH 25 DEGREES, 16 MINUTES 02 SECONDS EAST TO A LINE THAT IS PARALLEL WITH AND DISTANT 583.00 FEET SOUTHERLY FROM THE NORTHERLY LINES OF SAID LOTS 49, 51 AND 52; THENCE ALONG SAID PARALLEL LINE NORTH 89 DEGREES 53 MINUTES 56 SECONDS WEST 3800.79 FEET; THENCE NORTH 0 DEGREES 08 MINUTES 55 SECONDS WEST 533.01 FEET; THENCE NORTH 45 DEGREES 01 MINUTES 25 SECONDS WEST 70.86 FEET TO A POINT IN THE NORTHERLY LINE OF SAID LOT 49, SAID POINT BEING DISTANT NORTH 89 DEGREES 53 MINUTES 56 SECONDS WEST 3718.10 FEET; ALONG THE NORTHERLY LINES OF SAID LOTS 49 AND 51, FROM THE POINT OF BEGINNING, THENCE ALONG THE NORTHERLY LINES OF SAID LOTS 49 AND 51, SOUTH 89 DEGREES 53 MINUTES 56 SECONDS EAST 3718.10 FEET TO THE POINT OF BEGINNING;

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EXCEPT FROM THAT PORTION THEREOF LYING WITHIN THE LINES OF SAID LOT 52, ALL OIL, GAS AND OTHER HYDROCARBON SUBSTANCES IN AND UNDER OR THAT MAY BE PRODUCED FROM A DEPTH OF 500 FEET BELOW THE SURFACE OF SAID LAND, WITHOUT RIGHT OF ENTRY UPON THE SURFACE OF SAID LAND, FOR THE PURPOSE, OF MINING, DRILLING, EXPLORING OR EXTRACTING SUCH OIL, GAS, AND OTHER HYDROCARBON SUBSTANCES OR OTHER USE OR RIGHTS IN OR TO ANY PORTION OF THE SURFACE OF SAID LAND TO A DEPT OF 500 FEET BELOW THE SURFACE THEREOF, BUT WITH THE RIGHT TO DRILL INTO, LOCATED WELLS AND PRODUCE OIL, GAS AND OTHER HYDROCARBON SUBSTANCES FROM ANY PORTION OF SAID LAND WHICH LIES BELOW 500 FEET FROM THE SURFACE THEREOF, AS RESERVED IN THE DEED FROM MONTANA LAND COMPANY, RECORDED IN BOOK 32094, PAGE 1, OFFICIAL RECORDS, AND AS PROVIDED IN DECREE RECORDED IN BOOK 43923, PAGE 236, OFFICIAL RECORDS.

THAT PORTION OF LOT 52 OF TRACT NO. 8084, IN THE CITY OF LONG BEACH, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 171 PAGES 24 TO 30 INCLUSIVE OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY, DESCRIBED AS FOLLOWS:

BEGINNING AT THE INTERSECTION OF THE SOUTHERLY LINE OF CONANT STREET, 80 FEET WIDE, AS DESCRIBED IN THE DEEDS TO COUNTY OF LOS ANGELES, RECORDED SEPTEMBER 21, 1942, AS INSTRUMENT NO. 523 AND RECORDED APRIL 21, 1941, AS INSTRUMENT NO. 1071 IN BOOK 18324 PAGE 299 BOTH OF OFFICIAL RECORDS OF SAID COUNTY WITH A LINE THAT IS PARALLEL WITH AND DISTANT 300 FEET WESTERLY FROM THE EASTERLY LINE OF SAID LOT 52; THENCE ALONG SAID CONANT STREET (80 FEET WIDE) NORTH 89 DEGREES 53 MINUTES 48 SECONDS WEST 2224.60 FEET TO THE NORTHEAST CORNER OF THE LAND DESCRIBED IN THE DEED TO THE STATE OF CALIFORNIA, RECORDED NOVEMBER 2, 1959 AS INSTRUMENT NO. 3959 IN BOOK D-652 PAGE 15 OF OFFICIAL RECORDS OF SAID COUNTY; THENCE ALONG THE EASTERLY BOUNDARY OF SAID DEED TO THE STATE OF CALIFORNIA AS FOLLOWS:

SOUTH 33 DEGREES 21 MINUTES 43 SECONDS WEST 50.42 FEET AND SOUTHEASTERLY ALONG A NON-TANGENT CURVE CONCAVE NORTHEASTERLY AND HAVING A RADIUS OF 1932 FEET THROUGH CENTRAL ANGEL OF 16 DEGREES 53 MINUTES 01 SECONDS AN ARC DISTANCE OF 569.31 FEET TO A LINE THAT IS PARALLEL WITH AND DISTANT 585 FEET SOUTHERLY FROM THE SOUTHERLY LINE OF SAID HEREINABOVE MENTIONED CONANT STREET; THENCE ALONG SAID PARALLEL LINE SOUTH 89 DEGREES 53 MINUTES 48 SECONDS EAST 2087 FEET TO A LINE THAT IS PARALLEL WITH AND DISTANT 300 FEET WESTERLY FROM THE EASTERLY LINE OF SAID LOT 52; THENCE

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NORTHERLY ALONG SAID MENTIONED PARALLEL LINE TO THE POINT OF BEGINNING.

EXCEPT THEREFROM ALL OIL, GAS AND OTHER HYDROCARBON SUBSTANCES IN AND UNDER OR THAT MAY BE PRODUCED FROM A DEPTH OF 500 FEET BELOW THE SURFACE OF SAID LAND, WITHOUT RIGHT OF ENTRY UPON THE SURFACE OF SAID LAND, FOR THE PURPOSE OF MINING, DRILLING, EXPLORING OR EXTRACTING SUCH OIL, GAS, AND OTHER HYDROCARBON SUBSTANCES OR OTHER USE OR RIGHTS IN OR TO ANY PORTION OF THE SURFACE OF SAID LAND TO A DEPT OF 500 FEET BELOW THE SURFACE THEREOF, BUT WITH THE RIGHT TO DRILL INTO, LOCATED WELLS AND PRODUCE OIL, GAS AND OTHER HYDROCARBON SUBSTANCES FROM ANY PORTION OF SAID LAND WHICH LIES BELOW 500 FEET FROM THE SURFACE THEREOF, AS RESERVED IN THE DEED FROM MONTANA LAND COMPANY, RECORDED IN BOOK 32094 PAGE 1, OFFICIAL RECORDS, AND AS PROVIDED IN DECREE RECORDED IN BOOK 43923, PAGE 236, OFFICIAL RECORDS.

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